

**EVAN R. DANIELS
5915 EDINBURGH COURT
DALLAS TEXAS 75252
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December 19, 2005

James Jalil
Partner
Shustak, Jalil, & Heller
400 Park Avenue
14th Floor
New York, New York 10022

CERTIFIED MAIL: 7005 0390 0006 5114 7417

Dear Jim:

As per our conversation today, I am sending you this correspondence. I am happy to hear from you that you believe that Gyemant's and my interest are one in the same as it refers to this lawsuit of Merit vs. Trio ET all. As per my employment agreement and the personal guaranty that Gyemant signed, I am being supplied with counsel and I believe that you are good counsel at that. I have been represented by you for the last year or so and I am going to be represented by you in the future as it regards to this case above. As you know, I have not paid any of your legal bills and I have not been asked to pay any of them in the past nor in the future. As per our conversation, I was told that one of the Trio companies is paying for my legal bills with your firm. I have no interest in changing counsel from you or your firm and therefore I am releasing you from any conflicts on this case that may arise between Gyemant and me, as long as you remain neutral.

If you perceive any conflicts between the interests that you represent for Gyemant and my interests, I would ask that you inform me immediately. I will, of course, do the same. I would also ask that you keep our correspondence confidential and not convey it to Gyemant. Please keep me informed of developments and scheduled events in this case that will affect my interest.

Thank you,



Evan R. Daniels